

B1 (Official Form 1)(1/08)

<b>United States Bankruptcy Court</b> <b>Southern District of Texas</b>				<b>Voluntary Petition</b>	
Name of Debtor (if individual, enter Last, First, Middle): <b>Amidee Capital Group, Inc.</b>			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>20-0856547</b>			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)		
Street Address of Debtor (No. and Street, City, and State): <b>14420 W. Sylvanfield Drive</b> <b>Suite 100</b> <b>Houston, TX</b>			Street Address of Joint Debtor (No. and Street, City, and State):		
ZIP Code <b>77014</b>			ZIP Code		
County of Residence or of the Principal Place of Business: <b>Harris</b>			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):		
ZIP Code			ZIP Code		
Location of Principal Assets of Business Debtor (if different from street address above):					
<b>Type of Debtor</b> (Form of Organization) (Check one box)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
<b>Filing Fee</b> (Check one box)  <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.				THIS SPACE IS FOR COURT USE ONLY	
<b>Estimated Number of Creditors</b> <div style="display: flex; justify-content: space-between;"> <span><input type="checkbox"/> 1-49</span> <span><input type="checkbox"/> 50-99</span> <span><input type="checkbox"/> 100-199</span> <span><input checked="" type="checkbox"/> 200-999</span> <span><input type="checkbox"/> 1,000-5,000</span> <span><input type="checkbox"/> 5,001-10,000</span> <span><input type="checkbox"/> 10,001-25,000</span> <span><input type="checkbox"/> 25,001-50,000</span> <span><input type="checkbox"/> 50,001-100,000</span> <span><input type="checkbox"/> OVER 100,000</span> </div>					
<b>Estimated Assets</b> <div style="display: flex; justify-content: space-between;"> <span><input type="checkbox"/> \$0 to \$50,000</span> <span><input type="checkbox"/> \$50,001 to \$100,000</span> <span><input type="checkbox"/> \$100,001 to \$500,000</span> <span><input type="checkbox"/> \$500,001 to \$1 million</span> <span><input type="checkbox"/> \$1,000,001 to \$10 million</span> <span><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</span> <span><input type="checkbox"/> \$50,000,001 to \$100 million</span> <span><input type="checkbox"/> \$100,000,001 to \$500 million</span> <span><input type="checkbox"/> \$500,000,001 to \$1 billion</span> <span><input type="checkbox"/> More than \$1 billion</span> </div>					
<b>Estimated Liabilities</b> <div style="display: flex; justify-content: space-between;"> <span><input type="checkbox"/> \$0 to \$50,000</span> <span><input type="checkbox"/> \$50,001 to \$100,000</span> <span><input type="checkbox"/> \$100,001 to \$500,000</span> <span><input type="checkbox"/> \$500,001 to \$1 million</span> <span><input type="checkbox"/> \$1,000,001 to \$10 million</span> <span><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</span> <span><input type="checkbox"/> \$50,000,001 to \$100 million</span> <span><input type="checkbox"/> \$100,000,001 to \$500 million</span> <span><input type="checkbox"/> \$500,000,001 to \$1 billion</span> <span><input type="checkbox"/> More than \$1 billion</span> </div>					

**Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s):

**Amidee Capital Group, Inc.****All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location

Where Filed: **- None -**

Case Number:

Date Filed:

Location

Where Filed:

Case Number:

Date Filed:

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet)

Name of Debtor:

**Amidee 2006 Preferred-Corpus, Ltd. d/b/a The Atrium**

Case Number:

**10-20007**

Date Filed:

**1/04/10**

District:

**Southern District of Texas-Corpus Christi Division**

Relationship:

**Affiliate**

Judge:

**Richard S. Schmidt****Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

**X**

Signature of Attorney for Debtor(s)

(Date)

**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.☒ No.**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.**Information Regarding the Debtor - Venue**

(Check any applicable box)

- ☐ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☒ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**

(Check all applicable boxes)

- ☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
(Name of landlord that obtained judgment)\_\_\_\_\_  
(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

**Voluntary Petition***(This page must be completed and filed in every case)*

Name of Debtor(s):

**Amidee Capital Group, Inc.****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** \_\_\_\_\_  
Signature of Debtor

**X** \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of Attorney\***

**X** **/s/ Matthew Okin** \_\_\_\_\_  
Signature of Attorney for Debtor(s)

**Matthew Okin 00784695**

\_\_\_\_\_  
Printed Name of Attorney for Debtor(s)

**Okin Adams & Kilmer LLP**

\_\_\_\_\_  
Firm Name

**1113 Vine Street**

**Suite 201**

**Houston, TX 77002**

\_\_\_\_\_  
Address

**Email: info@oakllp.com**

**(713) 228-4100 Fax: (888) 865-2118**

\_\_\_\_\_  
Telephone Number

**January 17, 2010**

\_\_\_\_\_  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** **/s/ James T. Cook** \_\_\_\_\_  
Signature of Authorized Individual

**James T. Cook**

\_\_\_\_\_  
Printed Name of Authorized Individual

**President, Amidee Capital Group Inc.**

\_\_\_\_\_  
Title of Authorized Individual

**January 17, 2010**

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

**X** \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

**X** \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.*

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court**  
**Southern District of Texas**

In re **Amidee Capital Group, Inc.**

Debtor(s)

Case No.

Chapter **11**

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
<b>LEO VASQUEZ</b> Tax Assessor-Collector P.O. Box 4663 Houston, TX 77210-4663	<b>LEO VASQUEZ</b> Tax Assessor-Collector P.O. Box 4663 Houston, TX 77210-4663			<b>35,558.98</b>
<b>CITY OF HOUSTON</b> PO Box 1560 Houston, TX 77521	<b>CITY OF HOUSTON</b> PO Box 1560 Houston, TX 77521			<b>24,268.20</b>
<b>Bank of America</b> P.O. Box 15710 Wilmington, DE 19886-5710	<b>Bank of America</b> P.O. Box 15710 Wilmington, DE 19886-5710	<b>Revolving Line of Credit-Visa</b>		<b>22,852.43</b>
<b>FIRST ACCESS CAPITAL CORP</b> 34601 E. Shores Rd Lone Jack, MO 64070	<b>FIRST ACCESS CAPITAL CORP</b> 34601 E. Shores Rd Lone Jack, MO 64070			<b>15,732.28</b>
<b>Sherrie Malone</b> 3103 Lakes of Katy Lane Katy, TX 77493	<b>Sherrie Malone</b> 3103 Lakes of Katy Lane Katy, TX 77493			<b>10,321.34</b>
<b>DANNY THOMPSON</b> 813 Avenue C Katy, TX 77493	<b>DANNY THOMPSON</b> 813 Avenue C Katy, TX 77493			<b>9,275.00</b>
<b>THE HARTFORD</b> PO Box 2907 Hartford, CT 06104-2907	<b>THE HARTFORD</b> PO Box 2907 Hartford, CT 06104-2907			<b>5,191.00</b>
<b>DELL COMMERCIAL CREDIT</b> P.O. Box 689020 Des Moines, IA 50368	<b>DELL COMMERCIAL CREDIT</b> P.O. Box 689020 Des Moines, IA 50368			<b>5,001.40</b>
<b>US BANK OFFICE EQUIPMENT FINANCE SERVCS.</b> 1310 Madrid St. Suite 101 Marshall, MN 56258	<b>US BANK OFFICE EQUIPMENT FINANCE SERVCS.</b> 1310 Madrid St. Suite 101 Marshall, MN 56258			<b>4,286.43</b>
<b>BONUS BUILDING CARE</b> 14331 Proton Road Dallas, TX 75244	<b>BONUS BUILDING CARE</b> 14331 Proton Road Dallas, TX 75244			<b>3,186.88</b>

B4 (Official Form 4) (12/07) - Cont.

In re **Amidee Capital Group, Inc.**

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
<b>HOME DEPOT CREDIT SERVICES</b> P. O. Box 6029 The Lakes, NV 88901	<b>HOME DEPOT CREDIT SERVICES</b> P. O. Box 6029 The Lakes, NV 88901			<b>2,573.26</b>
<b>BROADVIEW SECURITY</b> P.O. Box 660418 Dallas, TX 75266	<b>BROADVIEW SECURITY</b> P.O. Box 660418 Dallas, TX 75266			<b>1,637.97</b>
<b>GREEN DAY DESIGNS</b> 4826 Kingfisher Houston, TX 77035	<b>GREEN DAY DESIGNS</b> 4826 Kingfisher Houston, TX 77035			<b>1,593.98</b>
<b>ALIEF ISD</b> PO Box 368 Alief, TX 77411	<b>ALIEF ISD</b> PO Box 368 Alief, TX 77411			<b>1,498.84</b>
<b>Anthony Ustica</b> 14911 Wunderlich Drive Houston, TX 77069	<b>Anthony Ustica</b> 14911 Wunderlich Drive Houston, TX 77069			<b>1,476.00</b>
<b>PITNEY BOWES</b> P.O.Box 856042 Louisville, KY 40285	<b>PITNEY BOWES</b> P.O.Box 856042 Louisville, KY 40285			<b>1,377.94</b>
<b>LOGIX COMMUNICATIONS</b> P.O. Box 3608 Houston, TX 77253-3608	<b>LOGIX COMMUNICATIONS</b> P.O. Box 3608 Houston, TX 77253-3608			<b>1,271.11</b>
<b>AMERICAN BUSINESS MACHINES INC</b> 7303 W. Sam Houston Pkwy N. Houston, TX 77040	<b>AMERICAN BUSINESS MACHINES INC</b> 7303 W. Sam Houston Pkwy N. Houston, TX 77040			<b>1,132.21</b>
<b>MARLIN LEASING CORP.</b> P.O. Box 13604 Philadelphia, PA 19101-3604	<b>MARLIN LEASING CORP.</b> P.O. Box 13604 Philadelphia, PA 19101-3604			<b>1,084.60</b>
<b>PITNEY BOWES GLOBAL</b> P.O. Box 856460 Louisville, KY 40285-6460	<b>PITNEY BOWES GLOBAL</b> P.O. Box 856460 Louisville, KY 40285-6460			<b>929.64</b>

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President, Amidee Capital Group Inc. of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date January 17, 2010Signature /s/ James T. Cook**James T. Cook****President, Amidee Capital Group Inc.**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**RESOLUTION OF THE BOARD OF DIRECTORS**  
**OF AMIDEE CAPITAL GROUP, INC.**

The undersigned, being the majority of the Board of Directors (the "Board") of Amidee Capital Group, Inc., a Texas corporation (the "Company"), do hereby consent to the adoption of the following resolutions, which resolutions shall be deemed to be adopted as of the date hereof and to have the same force and effect as if such resolutions were adopted by the Board at a duly convened meeting held for such purpose, all in accordance with the Bylaws of the Company and the Business Corporation Act of the State of Texas.

WHEREAS, the Company is the general partner of Amidee 2004 - I Tax Deed and Certificate Investment Program, Ltd. ("Amidee 2004 Tax"), a Texas limited partnership;

WHEREAS, the Company is the general partner of Amidee 2005-II Tax Deed Investment Program, Ltd. ("Amidee 2005 Tax"), a Texas limited partnership;

WHEREAS, the Company is the general partner of Amidee 2006-III Tax Deed and Real Estate Investment Program, Ltd. ("Amidee 2006 Tax"), a Texas limited partnership;

WHEREAS, the Company is the general partner of Amidee 2006 Preferred Real Estate Income Program, Ltd. ("Amidee 2006 Preferred"), a Texas limited partnership;

WHEREAS, the Company is the general partner of Amidee 2006 Commercial Real Estate Income Program, Ltd. ("Amidee 2006 Commercial"), a Texas limited partnership;

WHEREAS, the Company is the general partner of Amidee 2007-I CRE Income Fund, Ltd. ("Amidee 2007"), a Texas limited partnership;

WHEREAS, the Company is the general partner of Amidee 2008-I CRE Income Fund, Ltd. ("Amidee 2008"), a Texas limited partnership;

WHEREAS, the Company is the general partner of Amidee 2009-I CRE Income Fund, Ltd. ("Amidee 2009"), a Texas limited partnership;

WHEREAS, the Company is the sole managing member and one-percent (1%) owner of Amidee Oak Pointe Apartments, LLC (“Amidee Oak Pointe”), a Texas limited liability company, and Amidee 2007 is the owner of the remaining ninety-nine percent (99%) of the membership interests of Amidee Oak Pointe;

WHEREAS, James T. Cook, Jr and Judith B. Cook constitute a majority of the Board of the Company in accordance with the Bylaws of the Company; and

WHEREAS, the Board deems it to be in the best interests of Amidee 2004 Tax, Amidee 2005 Tax, Amidee 2006 Tax, Amidee 2006 Preferred, Amidee 2006 Commercial, Amidee 2007, Amidee 2008, Amidee 2009, and Amidee Oak Pointe (together the “Amidee Subsidiary Companies”) and the Company to file bankruptcy petitions for each company under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) for the purpose of restructuring the Company and Amidee Subsidiary Companies’ business affairs (the “Chapter 11 Cases”).

NOW, THEREFORE, IT IS HEREBY RESOLVED THAT:

***Filing of Bankruptcy Petition***

In the judgment of the Board, it is in the best interests of the Company and the Amidee Subsidiary Companies, their creditors, employees and other interested parties that petitions be filed by the Company and the Amidee Subsidiary Companies seeking relief under chapter 11 of the Bankruptcy Code.

James T. Cook, Jr. (the “Authorized Officer”) is hereby authorized and empowered on behalf of, and in the name of, the Company and the Amidee Subsidiary Companies to execute and verify or certify petitions under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of Texas, Corpus Christi Division (the “Bankruptcy Court”) at such time as the Authorized Officer shall determine.

The Authorized Officer is hereby further authorized and empowered on behalf of, and in the name of the Company and the Amidee Subsidiary Companies to execute and file all schedules, lists and other statements required to be filed by the companies in connection with the initiation of the Chapter 11 Cases.



***Retention and Authorization of Chief Restructuring Officer***

The retention of Douglas J. Brickley by the Company to act as the Chief Restructuring Officer is hereby authorized and approved and the terms and conditions of his employment, as set forth in more detail in his engagement agreement with the Company, are authorized and approved.

Upon the filing of the petitions initiating the Chapter 11 Cases for the Company and the Amidee Subsidiary Companies, the Chief Restructuring Officer shall be the sole authorized representative of the Company and the Amidee Subsidiary Companies and shall have the sole authority to conduct the affairs of the Company and the Amidee Subsidiary Companies and bind the Company and the Amidee Subsidiary Companies to contracts or agreements.

The Chief Restructuring Officer is hereby, authorized and empowered on behalf of the Company and the Amidee Subsidiary Companies to execute and/or file, or cause to be executed and/or filed (or to direct others to do so on behalf of the Company and the Amidee Subsidiary Companies) all necessary documents in connection with the Company and the Amidee Subsidiary Companies' Chapter 11 Cases, including, but not limited to, all affidavits, motions, lists, applications, pleadings and other papers, and all amendments and supplements thereto.

The Chief Restructuring Officer is hereby authorized and empowered to prepare and execute plans of reorganization for the Company and the Amidee Subsidiary Companies containing terms and conditions that the Chief Restructuring Officer determines to be in the best interests of the Company and the Amidee Subsidiary Companies and their bankruptcy estates and to submit such plans and any and all subsequent amendments, modifications, changes or additions to the Company and the Amidee Subsidiary Companies' creditors and the Bankruptcy Court for approval pursuant to the requirements of the Bankruptcy Code.

The Chief Restructuring Officer is hereby authorized and empowered to take or cause to be taken in the name of the Company and the Amidee Subsidiary Companies all such other and further actions and to execute, deliver, and perform for and on behalf of the Company and the Amidee Subsidiary Companies, as debtors and debtors-in-possession, any documents, agreements, settlements, guaranties, instruments, or undertakings as he may deem necessary or appropriate to wind-down the Company and the Amidee Subsidiary Companies' affairs, liquidate their assets, confirm plans of reorganization and conduct the Chapter 11 Cases in a manner that maximizes the value of the Company and the Amidee Subsidiary Companies' estates.

The Chief Restructuring Officer's authority granted pursuant to these resolutions shall be subject only to the approval of the Bankruptcy Court to the extent required by the Bankruptcy Code and none of the actions authorized herein shall require the approval of the Board. Further, upon the filing of the Chapter 11 Cases, the power and authority granted to the Chief Restructuring Officer herein may not be terminated or modified in any way by the Board without specific approval of the Bankruptcy Court, nor may the Chief Restructuring Officer be removed without the express approval of the Bankruptcy Court.



The Chief Restructuring Officer shall consult regularly with the Board and keep the Board reasonably informed of his actions and activities. Although the Board's express approval shall not be required, the Chief Restructuring Officer shall specifically consult with the Board prior to taking any of the following actions: (i) entering into a contract for the sale of real property belonging to the Company or the Amidee Subsidiary Companies; (ii) seeking the use of cash collateral during the Chapter 11 Cases or seeking approval of debtor in possession financing; (iii) seeking approval of a plan of reorganization for the Company or any of the Amidee Subsidiary Companies; or (iv) seeking the conversion or dismissal of any of the Chapter 11 Cases.

***Retention of Professionals***

The law firm of Okin Adams & Kilmer LLP will be employed as counsel to the Company under a general retainer. As counsel to the Company, the general partner or managing member of the Amidee Subsidiary Companies, Okin Adams & Kilmer LLP is hereby approved to act as general bankruptcy counsel for the Company and the Amidee Subsidiary Companies in the Chapter 11 Cases.

The Chief Restructuring Officer is hereby authorized and empowered on behalf of, and in the name of, the Company and the Amidee Subsidiary Companies, to retain and employ other attorneys, investment bankers, accountants, and other professionals to assist the Company and the Amidee Subsidiary Companies in their Chapter 11 Cases on such terms as the Chief Restructuring Officer deems necessary or proper.

IN WITNESS WHEREOF, the undersigned has executed this written consent as of the 16<sup>th</sup> day of January 2010.

By: /s/ James T. Cook, Jr.  
James T. Cook, Jr., Director of Amidee  
Capital Group, Inc.

By: /s/ Judith B. Cook  
Judith B. Cook, Director of Amidee Capital  
Group, Inc.

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By: 

James T. Cook, Jr., Director of Amidee Capital Group, Inc.

By: 

Judith B. Cook, Director of Amidee Capital Group, Inc.